

Agreement and Plan of Merger of
 Child Welfare League of America, Inc. ("CWLA"),
 Florence Crittenton Association of America, Inc. ("FCAA"),
 and Family Service Association of America ("FSAA"),
Into Family Service Association of America

I. (1) The present name, the original name and the State of incorporation of each constituent corporation is as follows:

<u>Present name</u>	<u>Original Name</u>	<u>State of Incorporation</u>
Family Service Association of America	American Association for Organizing Family Social Work	New York
Child Welfare League of America, Inc.	same	New York
Florence Crittenton Association of America, Inc.	Florence Crittenton Homes Association	Illinois

(2) The name of the surviving corporation is Family Service Association of America. Upon the merger, its name is to be changed to Child and Family Service Association of North America, Inc.

II. None of the three constituent corporations has any capital certificates. Certain members of each constituent corporation which have been found by such corporation to possess certain qualifications have the right to vote as members of such constituent corporation. Each such member has one vote. The voting members of each constituent corporation on the effective date of the merger will automatically become voting members of the surviving corporation. Each such voting member will have one vote.

III. The terms and conditions of the merger are as follows:

(1) The name of the surviving corporation will be changed and its Certificate of Incorporation amended as set forth in Section IV below.

(2) Until altered, amended or repealed as therein provided, the By-Laws annexed hereto as Exhibit A shall be the By-Laws of the surviving corporation.

(3) The time and place of the first annual meeting of the members of the surviving corporation held after the effective date of the merger shall be fixed as provided in Article IX, Section 1, of the By-Laws of the surviving corporation.

(4) Prior to the filing of the Certificate of Merger and, in any event, prior to the effective date of the merger, an Implementation Committee shall be established consisting of four officers or other directors of CWLA, four officers or other directors of FSAA and four

officers or other directors of FCAA to be selected by the President of each organization. The board of each of the three constituent corporations shall nominate a slate for the Initial Board of Directors of the surviving corporation as follows: CWLA and FSAA shall each nominate a slate of 36 persons and FCAA shall nominate a slate of 18 persons. The Implementation Committee shall select 60 persons from these three slates as the elected members of the Initial Board and in doing so shall select 24 persons from the CWLA slate, 24 persons from the FSAA slate and 12 persons from the FCAA slate. After the Initial Board has been selected, as aforesaid, the terms of the directors shall be determined by lot within the group selected from each slate so that the terms of the directors chosen from each slate shall be one-third for a one year term, one-third for a two year term and one-third for a three year term. All this shall be done prior to the effective date of the merger so that the persons so selected shall constitute the Initial Board of Directors of the surviving corporation immediately upon the effective date of the merger. As the terms of the Initial Directors expire successor directors shall be elected in accordance with the By-Laws of the surviving corporation.

(5) The Initial Board shall elect the original slate of officers prior to the effective date to take effect upon the effective date.

(6) (Note: It may also be well to include an interim provision for staff.)

(7) (Note: Perhaps there should be an interim provision for accountants and auditors.)

(8) The first regular meeting of the Board of Directors of the surviving corporation shall be held as soon as practicable after the date on which the merger shall become effective and may be called in the manner provided in Article IV, Section 5(a) of the By-Laws of the surviving corporation.

(9) The surviving corporation shall pay all expenses of carrying this plan of merger into effect and carrying out the merger.

(10) When the merger shall become effective the separate existences of Child Welfare League of America, Inc. and Florence Crittenton Association of America, Inc. shall cease and said corporations shall be merged into the surviving corporation, and the surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this Agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, as all other things in action or belonging to each of such corporations, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations,

parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Child Welfare League of America, Inc. and Florence Crittenton Association of America, Inc., shall thenceforth attach to the said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(11) If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving corporation, according to the terms thereof, the title to any property or rights of Child Welfare League of America, Inc. or Florence Crittenton Association of America, Inc., the proper officers and directors of Child Welfare League of America, Inc. or Florence Crittenton Association of America, Inc., shall and will execute and make all such proper assignments and assurances and to all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan of Merger.

IV. The Certificate of Incorporation of Family Service Association of America, as heretofore amended, shall be further amended as follows:

(1) The objects and purposes for which the corporation is formed shall be changed, and accordingly Article First of the Certificate of Incorporation shall be amended as follows:

FIRST: The objects and purposes for which the corporation is formed are exclusively charitable and are to seek to improve the quality of human life in North America by gathering, organizing and disseminating knowledge concerning social and other conditions affecting human problems and human potential; by standard setting; by aiding and supporting both direct and indirect services to enhance the growth and improve the condition of children, youths and families; by providing quality services including accreditation to present and future affiliated agencies to assist them in strengthening and developing services to children, youth, families, single parents and other persons; and by any and all other acts and means that may be effective or helpful towards attaining that end.

(2) The name of the corporation shall be changed to Child and Family Service Association of North America, Inc., and Article Second of the Certificate of Incorporation shall be amended accordingly.

V. This plan may be abandoned prior to the date of filing of the Certificate of Merger, if

(1) The Boards of Directors of all of the constituent corporations agree to such abandonment, or,

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(2) Any covenant of any constituent corporation set forth herein has been breached and the Board of Directors of either of the other constituent corporations determines upon abandonment, or

(3) This Plan and the Certificate of Merger are not adopted by the members of the constituent corporations on or before December 31, 1974 and the Board of Directors of any constituent corporation determines upon such abandonment.

Dated: 1974.

CHILD WELFARE LEAGUE OF AMERICA, INC.

By _____

FAMILY SERVICE ASSOCIATION OF AMERICA

By _____

FLORENCE CRITTENTON ASSOCIATION OF
AMERICA, INC.

By _____